

LINDELL BANK & TRUST COMPANY

The Bank of Personal Service

Member FDIC

6900 CLAYTON AVENUE
314 / 645-7700

2745 NO. GRAND BLVD.
314 / 652-6600

RECORDATION NO. 18321-B FILED 1425

Jul 23 1993 2:45 PM

INTERSTATE COMMERCE COMMISSION

July 26, 1993

Reply to:
P.O. BOX 211
ST. LOUIS, MO
63166-0211

RECORDATION NO. 18321-4A FILED 1425

Jul 23 1993 2:45 PM

INTERSTATE COMMERCE COMMISSION

Interstate Commerce Commission
12th & Constitution Avenue N.W.
Washington, DC 20423
Attn: Mildred Lee

RECORDATION NO. 18321 FILED 1425

Jul 23 1993 2:45 PM

INTERSTATE COMMERCE COMMISSION

Re: Southern Illinois Railcar Company

Gentlemen:

We have enclosed two certified copies of Certificate of Acceptance, and Bill of Sale for the purchase of 40 railcars. Also enclosed are two copies of our Security Agreement, notarized as specified. The names and addresses of the parties involved are as follows:

Seller: Helm Equipment Leasing Corporation
One Embarcadero Center
San Francisco, CA 94111

Buyer: Southern Illinois Railcar Company
One Mark Twain Plaza - Suite 225
Edwardsville, IL 62025

Lender: Lindell Bank & Trust Company
P.O. Box 211
St. Louis, Mo 63166
Attn: Jim Seitz

Attached is a description of our security for a loan in the amount of \$280,000.00.

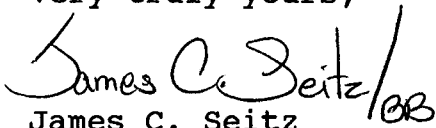
*Connected Copy
of letter*

Interstate Commerce Commission
July 26, 1993
Page 2

Finally, enclosed is our check in the amount of \$48.00 to cover the cost of recording. Please acknowledge receipt of these documents by signing the enclosed copy of this letter and returning it to us in the envelope provided, along with our recording information for this filing.

Thank you for your assistance with this matter.

Very truly yours,

James C. Seitz

James C. Seitz
Executive Vice President

JCS/bb
Enclosures

I hereby acknowledge receipt of this letter and its contents.

By: _____

Date: _____

LINDELL BANK & TRUST COMPANY

The Bank of Personal Service

Member FDIC

6900 CLAYTON AVENUE
314 / 645-7700

2745 NO. GRAND BLVD.
314 / 652-6600

Reply to:
P.O. BOX 211
ST. LOUIS, MO
63166-0211

July 26, 1993

Interstate Commerce Commission
12th & Constitution Avenue N.W.
Washington, DC 20423

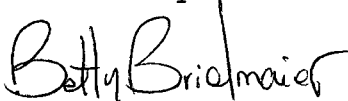
Re: Southern Illinois Railcar Company

Dear Ms. Lee,

Enclosed is a revised cover letter for the documents sent to you on July 8, 1993 for recording. Please note the change on the first line from Sales Order to Certificate of Acceptance.

If you have any other questions, please feel free to contact me at 314/645-7700 Ext. 371.

Sincerely,



Betty Brielmaier
Secretary to
James C. Seitz
Executive Vice President

bb

ORIGINAL

LINDELL BANK & TRUST COMPANY

The Bank of Personal Service

Member FDIC

6900 CLAYTON AVENUE
314 / 645-7700

2745 NO. GRAND BLVD.
314 / 652-6600

RECORDED 18321
FILED 1428
JUL 23 1993 2-45 PM

RECORDED 18321
FILED 1428
JUL 23 1993 2-45 PM

Reply to:

P.O. BOX 211
ST. LOUIS, MO
63166-0211

July 8, 1993 INTERSTATE COMMERCE COMMISSION

3-20 INTERSTATE COMMERCE COMMISSION

Interstate Commerce Commission
12th & Constitution Avenue N.W.
Washington, DC 20423
Attn: Mildred Lee

RECORDED 18321
FILED 1428
JUL 23 1993 2-45 PM

INTERSTATE COMMERCE COMMISSION

Re: Southern Illinois Railcar Company

Gentlemen:

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Buyer: Southern Illinois Railcar Company
One Mark Twain Plaza - Suite 225
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Attn: Jim Seitz

Attached is a description of our security for a loan in the amount of \$280,000.00.

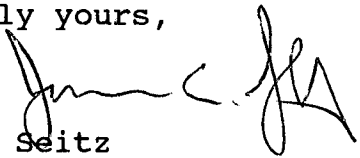
JUL 23 2 37 PM '93
MOTOR OPERATING UNIT

Interstate Commerce Commission
July 8, 1993
Page 2

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Thank you for your assistance with this matter.

Very truly yours,



James C. Seitz
Executive Vice President

JCS/bb
Enclosures

I hereby acknowledge receipt of this letter and its contents.

By: _____

Date: _____

Interstate Commerce Commission

Washington, D.C. 20423

7/26/93

OFFICE OF THE SECRETARY

James C. Seitz

Executive Vice President

Lindell Bank & Trust Company

P.O. BOX 211

ST. LOUIS, MO. 63166-0211

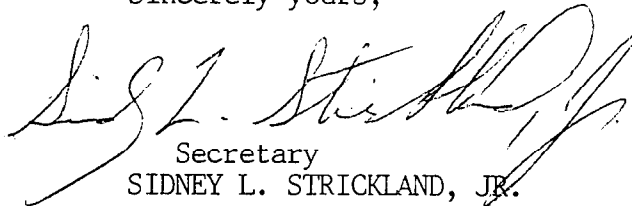
Dear

Sir:

The enclosed document(s) was recorded pursuant to the provisions
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,
on 7/23/93 at 2:45pm, and assigned
recording number(s).

18321, 18321-A & 18321-B

Sincerely yours,



Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

18321
RECORDATION NO. _____ FILED 1425

JUL 23 1993 2-45 PM

BILL OF SALE

INTERSTATE COMMERCE COMMISSION

Effective as of July 8, 1993, HELM EQUIPMENT LEASING CORPORATION, (the "Seller"), for the sum of one dollar (\$1.00), and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, hereby sells, transfers and assigns to SOUTHERN ILLINOIS RAILCAR COMPANY (the "Buyer") all its rights, title and interest in and to the forty (40) covered hopper railcars, as more particularly described on Attachment A hereto (collectively the "Units"), "AS IS", "WHERE IS" and WITHOUT ANY WARRANTY BY SELLER, EXPRESS OR IMPLIED, AS TO THE CONDITION, MERCHANTABILITY, FITNESS FOR A PARTICULAR PURPOSE OR ANY OTHER MATTER WHATSOEVER RELATING TO THE UNITS.

Seller hereby warrants to Buyer that it has good title to the Units, free and clear of all claims, liens and encumbrances arising by or through Seller and that it has the right to sell same.

HELM EQUIPMENT LEASING CORPORATION

By: 

Title: President

Date: July 9, 1993

ATTACHMENT A

To the Bill of Sale dated as of
July 8, 1993

Equipment Description:

Forty (40), 4,000 cubic foot covered hopper railcars

Unit Numbers:

OLD CAR #	NEW CAR #
=====	=====
SBD 245371	SIRX400122
SBD 245179	SIRX400123
SBD 245493	SIRX400124
SCL 240687	SIRX400125
SBD 246016	SIRX400126
SCL 240172	SIRX400127
CSXT245028	SIRX400128
SBD 245275	SIRX400129
SBD 245231	SIRX400130
SBD 245928	SIRX400131
SBD 245613	SIRX400132
SCL 240471	SIRX400133
SBD 245669	SIRX400134
SCL 240210	SIRX400135
CSXT245864	SIRX400136
SCL 240546	SIRX400137
SCL 240761	SIRX400138
SCL 240405	SIRX400139
SBD 245637	SIRX400140
SCL 240206	SIRX400141
SCL 240302	SIRX400142
SBD 245306	SIRX400143
SCL 240466	SIRX400144
SCL 240449	SIRX400148
SBD 245215	SIRX400149
SBD 245569	SIRX400150
SBD 245817	SIRX400154
SBD 245424	SIRX400155
SBD 245840	SIRX400156
CSXT245907	SIRX400163
SBD 245603	SIRX400164
SBD 245681	SIRX400165
SBD 245698	SIRX400166
SBD 245837	SIRX400167
SBD 245883	SIRX400168
SBD 245892	SIRX400169
SCL 240502	SIRX400170
SCL 240692	SIRX400171
SCL 240749	SIRX400172
SCL 240929	SIRX400173

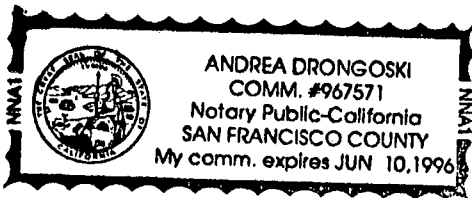
STATE OF CALIFORNIA

COUNTY OF SAN FRANCISCO

On July 9, 1993, before me, Andrea Drongoski
personally appeared Richard C. Kirchner, President of HELM EQUIPMENT
LEASING CORPORATION,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the
person(s) whose name(s) is/are subscribed to the within
instrument and acknowledged to me that he/she/they executed the
same in his/her/their authorized capacity(ies), and that by
his/her/their signature(s) on the instrument the person(s), or
the entity upon behalf of which the person(s) acted, executed
the instrument.



Witness my hand and official seal.

Andrea Drongoski
SIGNATURE OF THE NOTARY